

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Sciarra Paul Cahill</b>		2. Issuer Name and Ticker or Trading Symbol <b>Joby Aviation, Inc. [JOBY]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O JOBY AVIATION, INC., 2155 DELAWARE AVENUE, SUITE #225</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>10/25/2021</b>			
(Street) <b>SANTA CRUZ, CA 95060</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/25/2021		D	(1)	10,371,589	D	(1) (2)	0	I	See Footnotes (3)
Common Stock	10/25/2021		A	(1)	10,371,589	A	(1) (2)	59,912,168	I	See Footnotes (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sciarra Paul Cahill C/O JOBY AVIATION, INC. 2155 DELAWARE AVENUE, SUITE #225 SANTA CRUZ, CA 95060	X			

## Signatures

/s/ Kate DeHoff, Attorney-in-Fact for Paul Sciarra

10/26/2021

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On October 25, 2021, pursuant to that certain Reorganization Agreement, dated as of October 25, 2021 ("Reorganization Agreement"), by and among the Issuer, Joby Holdings, Inc. ("Joby Holdings") and JA Holdings Acquisition Corp., a wholly owned subsidiary of the Issuer ("Holdings Merger Sub"), Holdings Merger Sub merged with and into Joby Holdings with Joby Holdings surviving as a wholly owned subsidiary of the Issuer (the "First Merger"). Immediately following the First Merger Joby Holdings was merged with and into the Issuer, following which the separate corporate existence of Joby Holdings ceased and the Issuer continued as the surviving corporation (the "Second Merger" and, together with the First Merger, the "Joby Holdings Reorganization").

- (1) Upon consummation of the Joby Holdings Reorganization, (a) each share of capital stock of Joby Holdings that was issued and outstanding immediately prior to the effective time of the First Merger (other than any Dissenting Shares, as defined in Reorganization Agreement) was cancelled and converted into a right to receive such number of validly issued, fully paid and nonassessable shares of common stock of the Issuer as set forth in the Reorganization Agreement, and (b) each share of common stock of the Issuer held by Joby Holdings immediately prior to the Joby Holdings Reorganization was forfeited to the Issuer and immediately thereafter cancelled and retired by the Issuer. As a result of the Joby Holdings Reorganization an aggregate of 98,802,553 shares of the Issuer's common stock held by Joby Holdings were cancelled and retired, and an aggregate of 98,357,200 shares of the Issuer's common stock were issued to the prior stockholders of Joby Holdings.
- (2) The shares of common stock were held of record by Joby Holdings for which Sciarra Management Trust was expected to exercise voting and dispositive power. The Reporting Person had voting and dispositive power of the shares held by Sciarra Management Trust therefore may be deemed to be the beneficial owner of such shares.
- (3) The shares of common stock are held of record by Sciarra Management Trust. The Reporting Person has voting and dispositive power of the shares held by Sciarra Management Trust therefore may be deemed to be the beneficial owner of such shares.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.